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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ADELAIDE GAIL ZAPPA AND :
ADELAIDE GAIL ZAPPA as sole trustee of :
The Zappa Family Trust u/t/d November 15, 1990 :
A California Revocable Trust :

Plaintiffs, :

-against- :

RYKODISC, INC., :

Defendant. :
-----X

08 Civ. 396 (WHP)

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for
the Southern and Eastern Districts of New York, Plaintiffs hereby move for an Order allowing
the admission pro hac vice of:

Stanton Lawrence Stein
Mark D. Passin
Brooke Hope Eisenhart
Dreier, Stein, Kahan, Browne, Woods, George
The Water Garden
1620 26th Street, 6th Fl., North Tower
Santa Monica, CA 90404
Tel: 310-828-9050
Fax: 310-828-9101

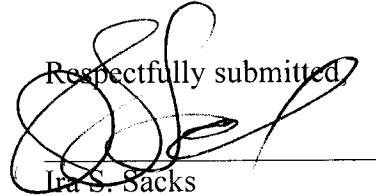
FILED
U.S. DISTRICT COURT
S.D. OF N.Y.
FEB 19 PM 2:22

FEB 19 2008

642477 - SC - 75 - 82

Stanton Lawrence Stein, Mark D. Passin, and Brooke Hope Eisenhart, upon the declaration of Ira S. Sacks, submitted herewith.

Dated: February 11, 2008
New York, New York

Respectfully submitted,

Ira S. Sacks
Dreier LLP
499 Park Avenue
New York, New York 10022
Tel: (212) 328-6100
Fax: (212) 328-6101
Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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RYKODISC, INC.,	:
	:
Defendant.	:
-----X	

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**DECLARATION OF IRA S.
SACKS IN SUPPORT OF
MOTION TO ADMIT
COUNSEL PRO HAC VICE**

IRA S. SACKS, being duly sworn, hereby deposes and says as follows:

1. I am a partner at Dreier LLP, counsel for Plaintiffs in the above captioned action. I am familiar with the proceedings in this case. Other than as expressly set forth, I make this statement based on my personal knowledge of the facts set forth herein and in support of Plaintiffs' motion to admit Stanton Lawrence Stein, Mark D. Passin, and Brooke Hope Eisenhart as counsel pro hac vice to represent Plaintiffs in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1975. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. Mr. Stein is a partner at Dreier, Stein, Kahan, Browne, Woods, George LLP in Santa Monica, California. I have found Mr. Stein to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

4. Mr. Passin is also a partner at Dreier, Stein, Kahan, Browne, Woods, George LLP in Santa Monica, California. I have found Mr. Passin to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

5. Ms. Eisenhart is an associate at Dreier, Stein, Kahan, Browne, Woods, George LLP in Santa Monica, California. I have found Ms. Eisenhart to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. I am informed that there are no pending disciplinary proceedings against Mr. Stein, Mr. Passin, or Ms. Eisenhart in any State or Federal court.

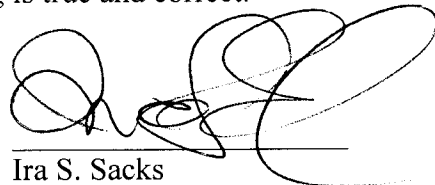
7. Accordingly, I am pleased to move the admission of Stanton Lawrence Stein, Mark D. Passin, and Brooke Hope Eisenhart pro hac vice.

8. I respectfully submit a proposed order granting the admission of Stanton Lawrence Stein, Mark D. Passin, and Brooke Hope Eisenhart, pro hac vice, which is attached hereto as Exhibit A.

9. It is respectfully requested that the motion to admit Stanton Lawrence Stein, Mark D. Passin, and Brooke Hope Eisenhart, pro hac vice, to represent Plaintiff in the above captioned matter, be granted.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
February 19, 2008



Ira S. Sacks

EXHIBIT A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Plaintiffs,	:
	:
-against-	:
	:
	:
RYKODISC, INC.,	:
	:
Defendant.	:
-----X	

08 Civ. 396 (WHP)

**ORDER FOR ADMISSION
PRO HAC VICE
ON WRITTEN MOTION**

Upon the motion of Plaintiffs and the declaration of Ira S. Sacks in support,

IT IS HEREBY ORDERED that:

Stanton Lawrence Stein
Dreier, Stein, Kahan, Browne, Woods, George LLP
The Water Garden
1620 26th Street, 6th Fl., North Tower
Santa Monica, CA 90404
Tel: 310-828-9050
Fax: 310-828-9101

Mark D. Passin
Dreier, Stein, Kahan, Browne, Woods, George LLP
The Water Garden
1620 26th Street, 6th Fl., North Tower
Santa Monica, CA 90404
Tel: 310-828-9050
Fax: 310-828-9101

Brooke Hope Eisenhart
Dreier, Stein, Kahan, Browne, Woods, George LLP
The Water Garden
1620 26th Street, 6th Fl., North Tower
Santa Monica, CA 90404
Tel: 310-828-9050
Fax: 310-828-9101

are admitted to practice pro hac vice as counsel for Adelaide Gail Zappa and Adelaide Gail Zappa as sole trustee of the Zappa Family Trust in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: February __, 2008
New York, New York

Hon. William H. Pauley



Supreme Court of California

FREDERICK K. OHLRICH

Clerk of the Court

CERTIFICATE OF THE CLERK OF THE SUPREME COURT

OF THE

STATE OF CALIFORNIA

STANTON LAWRENCE STEIN

I, FREDERICK K. OHLRICH, Clerk of the Supreme Court of the State of California, do hereby certify that STANTON LAWRENCE STEIN was on the 15TH day of JANUARY 1970, duly admitted to practice as an attorney and counselor at law in all the courts of this state; and that his name now appears on the Roll of Attorneys as a member of the bar of this state in good standing.

*Witness my hand and the seal of the court,
this 29th day of JANUARY, 2008.*

FREDERICK K. OHLRICH

Clerk of the Supreme Court

By

A handwritten signature in cursive script, appearing to read "Joseph Cornetta", written over a horizontal line.

Joseph Cornetta, Deputy Clerk



Supreme Court of California

FREDERICK K. OHLRICH

Clerk of the Court

CERTIFICATE OF THE CLERK OF THE SUPREME COURT

OF THE

STATE OF CALIFORNIA

BROOKE HOPE EISENHART

I, FREDERICK K. OHLRICH, Clerk of the Supreme Court of the State of California, do hereby certify that BROOKE HOPE EISENHART was on the 15TH day of DECEMBER 2003, duly admitted to practice as an attorney and counselor at law in all the courts of this state; and that her name now appears on the Roll of Attorneys as a member of the bar of this state in good standing.

*Witness my hand and the seal of the court,
this 29th day of JANUARY, 2008.*

FREDERICK K. OHLRICH

Clerk of the Supreme Court

By

Joseph Cornetta

Joseph Cornetta, Deputy Clerk



Supreme Court of California

FREDERICK K. OHLRICH

Clerk of the Court

CERTIFICATE OF THE CLERK OF THE SUPREME COURT OF THE STATE OF CALIFORNIA

MARK D. PASSIN

I, FREDERICK K. OHLRICH, Clerk of the Supreme Court of the State of California, do hereby certify that MARK D. PASSIN was on the 1ST day of DECEMBER 1981, duly admitted to practice as an attorney and counselor at law in all the courts of this state; and that his name now appears on the Roll of Attorneys as a member of the bar of this state in good standing.

*Witness my hand and the seal of the court,
this 29th day of JANUARY, 2008.*

FREDERICK K. OHLRICH

Clerk of the Supreme Court

By _____

A handwritten signature in cursive script, reading "Joseph Cornetta".

Joseph Cornetta, Deputy Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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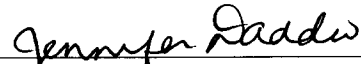
AFFIDAVIT OF SERVICE

-----X
STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

JENNIFER DADDIO, being duly sworn, deposes and says:

I am over eighteen years of age, not a party to this lawsuit and reside in Astoria, New York. On February 19, 2008, I caused to be served by regular mail, true copies of the foregoing Motion to Admit Counsel Pro Hac Vice, Declaration of Ira S. Sacks in Support, and attached exhibits on:

Stephen R. Buckingham
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
Attorneys for Defendant



Jennifer Daddio

Sworn to before me this
19th day of February, 2008



Notary Public

JOSEPH P. CERVINI, JR.
Notary Public, State of New York
No. 02CE60338848
Qualified in Kings County
Commission Expires March 20, 2010

Mar 10, 2010